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12-10-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION FORM COVER S TRADEMARKS ONI

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Lansinoh Laboratories, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Tennessee [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [ ] No

2. Name and address of receiving party(ies) Name: Lansinoh Laboratories, Inc. Internal Address: Suite 400 Street Address: 333 N. Fairfax Street City: Alexandria State: VA Zip: 22314 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [ ] No

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: July 7, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/075,580 76/075,581; 76/075,939; 76/075,940 B. Trademark Registration No.(s) 1,599,117 1,726,918; 2,337,355; 1,753,537 Additional number(s) attached [x] Yes [ ] No

6. Total number of applications and registrations involved: 26

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sherman & Shalloway Internal Address: Street Address: 413 N. Washington Street City: Alexandria State: VA Zip: 22314

7. Total fee (37 CFR 3.41) \$ 665.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Robert L. Haines Name of Person Signing Signature Date December 5, 2001

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

12/07/2001 TDIRAZI 00000041 76075580 01 FC:481 02 FC:482 40.00 OP 625.00 OP

ADDITIONAL TRADEMARK APPLICATION NUMBERS:

76/122,045  
76/122,046  
76/128,268  
76/128,266  
76/128,267  
76/128,265  
76/131,817  
76/131,574  
76/195,725  
76/248,259  
76/248,258

ADDITIONAL TRADEMARK REGISTRATION NUMBERS

Reg. 1,768,365  
Reg. 1,946,486  
Reg. 2,417,600  
Reg. 2,003,900  
Reg. 2,505,609  
Reg. 2,508,260  
Reg. 2,506,220

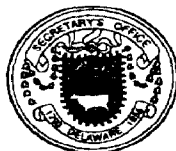
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LANSINOE LABORATORIES, INC.", A TENNESSEE CORPORATION, WITH AND INTO "LANSINOE LABORATORIES, INC." UNDER THE NAME OF "LANSINOE LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

07-10-00

DATE:

TRADEMARK  
REEL: 002405 FRAME: 0415

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 07/10/2000  
001345971 - 3256073

**CERTIFICATE OF MERGER**  
of  
**LANSINOH LABORATORIES, INC.**  
with  
**LANSINOH LABORATORIES, INC.**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned hereby files the following Certificate of Merger:

1. The name, type of entity and jurisdiction of each merging business entity is:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
Lansinoh Laboratories, Inc.	Corporation	Tennessee	December 21, 1988
Lansinoh Laboratories, Inc.	Corporation	Delaware	July 7, 2000

2. An Agreement and Plan of Merger, dated as of July 7, 2000, among Lansinoh Laboratories, Inc., a Tennessee corporation, and Lansinoh Laboratories, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of such entities in accordance with Section 252(c) of the Delaware General Corporation Law.

3. The name, type of entity and jurisdiction of the surviving entity (the "Surviving Corporation") shall be:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Lansinoh Laboratories, Inc.	Corporation	Delaware

4. The merger shall be effective as of the date and time of filing.

5. The Plan of Merger is on file at the principal executive office of the Surviving Corporation:

Lansinoh Laboratories, Inc.  
599-B Oak Ridge Turnpike  
Oak Ridge, Tennessee 37075

6. The Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The Certificate of Incorporation of the Surviving Corporation will be the Certificate of Incorporation of Lansinoh Laboratories, Inc., a Delaware corporation, and will not be amended

8. The authorized capital stock of Lansinoh Laboratories, Inc., a Tennessee corporation, is Five Million (5,000,000) shares, of which (i) Four Million, Nine Hundred Seventy-Five Thousand (4,975,000) shares are designated as shares of Class A Common Stock, no par value, of which 1,626,323 shares are issued and outstanding; and (ii) Twenty-Five Thousand (25,000) shares are designated as shares of Class B common Stock, no par value, of which 25,000 shares are issued and outstanding.

IN WITNESS WHEREOF, the undersigned has caused this document to be executed as of the 7th day of July, 2000.

LANSINOH LABORATORIES, INC., a  
Delaware corporation

By: /s/ Resheda Hagen  
Resheda Hagen  
President

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

DATE: 07/10/00  
REQUEST NUMBER: 3948-0097  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 07/10/00 1222  
EFFECTIVE DATE/TIME: 07/10/00 1222  
CONTROL NUMBER: 0095813

TO:  
BAKER DONELSON BEARMAN & CALDWELL  
511 UNION STREET  
PO BOX 190613  
NASHVILLE, TN 37219

RE:  
NON-QUALIFIED CORPORATION  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 07/10/00

FROM:  
BAKER DONELSON BEARMAN ETC (NASHVILLE)  
511 UNION ST  
SUITE 1700  
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002709567  
ACCOUNT NUMBER: 00208389



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK  
REEL: 002405 FRAME: 0418

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**FILED**

**ARTICLES OF MERGER**  
of  
**LANSINOH LABORATORIES, INC.**  
with and into  
**LANSINOH LABORATORIES, INC.**

Pursuant to the provisions of T.C.A. § 48-21-109, the undersigned hereby files the following Certificate of Merger on behalf of Lansinoh Laboratories, Inc., a Tennessee corporation:

1. The name, type of entity and jurisdiction of each merging business entity is:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
Lansinoh Laboratories, Inc.	Corporation	Tennessee	December 21, 1988
Lansinoh Laboratories, Inc.	Corporation	Delaware	July 7, 2000

2. A Plan of Merger among the merging entities named above has been approved and executed by each of such entities and is attached hereto as Appendix A and incorporated herein by reference. Approval of the Plan of Merger by the stockholders of Lansinoh Laboratories, Inc., a Tennessee corporation, was required by Chapter 21 of the Tennessee Business Corporation Act, and the Plan of Merger was approved by the affirmative vote of the required percentage of the stockholders of such Tennessee corporation on June 30, 2000.

3. The execution and performance of the Plan of Merger by Lansinoh Laboratories, Inc., a Delaware corporation, were duly authorized by all action required under the laws of the State of Delaware and by the Certificate of Incorporation of such Delaware corporation.

4. The name, type of entity and jurisdiction of the surviving entity (the "Surviving Corporation") shall be:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Lansinoh Laboratories, Inc.	Corporation	Delaware

5. The address of the principal executive office of the Surviving Corporation shall be:

Lansinoh Laboratories, Inc.  
599-B Oak Ridge Turnpike  
Oak Ridge, Tennessee 37075

6. The merger shall be effective as of the filing of these Articles of Merger with the Secretary of State of Tennessee.


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7. The Plan of Merger is on file at the principal executive office of the Surviving Corporation, as set forth above, and will be furnished by the Surviving Corporation, on request and without cost, to any member of any Tennessee corporation or any persons holding an interest in any other entity which is or was a party to the merger.

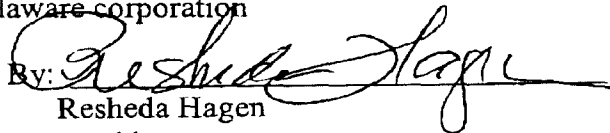
8. The Surviving Corporation agrees that it may be served with process in Tennessee in any action, suit or proceeding for the enforcement of any obligation of any entity which is a party to the merger and irrevocably appoints the Secretary of State of Tennessee as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to the principal executive office of the Surviving Corporation at the address set forth above.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 7th day of July, 2000.

LANSINOH LABORATORIES, INC., a  
Tennessee corporation

By:   
Resheda Hagen  
President

LANSINOH LABORATORIES, INC., a  
Delaware corporation

By:   
Resheda Hagen  
President



## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), dated as of July 7, 2000 (the "*Effective Date*"), by and between LANSINOH LABORATORIES, INC., a Tennessee corporation (the "*Company*") and LANSINOH LABORATORIES, INC., a Delaware corporation ("*Newco*");

### WITNESSETH:

WHEREAS, pursuant to the Preferred Stock Purchase Agreement, dated as of July 7, 2000 (the "*Purchase Agreement*"), by and among MidMark Capital, L.P., a Delaware limited partnership ("*MidMark*"), Lighthouse MidMark I, LLC, a Delaware limited liability company ("*Lighthouse*" and, with MidMark, the "*Investors*"), Newco, the Company, Resheda Hagen and Ralph Hagen (the "*Stockholders*"), Newco will issue and sell to the Investors shares of its Series A 10% Cumulative Convertible Preferred Stock, par value \$.01 per share, and take certain other actions, all on the terms and subject to the conditions set forth in the Purchase Agreement; and

WHEREAS, it is a condition to the closing of the transactions contemplated by the Purchase Agreement that the Company reincorporate in the State of Delaware by merging with and into Newco; and

WHEREAS, the Company and Newco wish to provide for the merger of the Company with and into Newco in connection with the transactions contemplated by the Purchase Agreement;

NOW, THEREFORE, in consideration of the premises hereto, the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and Newco hereby agree as follows:

1. The Merger

(a) *The Merger.* Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in 1(c)), the Company shall be merged with and into Newco in accordance with this Agreement, and the separate corporate existence of the Company thereupon shall cease (the "*Merger*"). Newco shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "*Surviving Corporation*"). The Merger shall have the effect set forth under the applicable provisions of the Delaware General Corporation Law (the "*DGCL*") and the Tennessee Business Corporation Act (the "*TBCA*").

(b) *The Closing.* Following satisfaction of all of the conditions set forth in Sections 7 and 8 of the Purchase Agreement, or the waiver thereof, the closing of the transactions contemplated by this Agreement (the "*Closing*") shall take place on the Closing Date, as that term is defined in the Purchase Agreement.

(c) *Effective Time.* If all the conditions to the Merger set forth in Sections 7 and 8 of the Purchase Agreement shall have been fulfilled or waived in accordance therewith, on the

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Closing Date the Parties shall cause a Certificate of Merger, in the form attached hereto as Annex A, to be properly executed and filed in accordance with the relevant provisions of the DGCL and Articles of Merger, in the form attached hereto as Annex B, to be properly executed and filed in accordance with the relevant provisions of the TBCA. The Merger shall become effective at the later of the time of filing of the Certificate of Merger with the Secretary of State of Delaware or the time of filing of the Articles of Merger with the Secretary of State of Tennessee, or at such later time which the parties hereto shall have agreed upon and designated in such filing as the effective time of the Merger (the "*Effective Time*").

2. Surviving Corporation

(a) *Certificate of Incorporation.* The Certificate of Incorporation of Newco in effect immediately prior to the Effective Time, a copy of which is attached to the Purchase Agreement as Exhibit B (the "*Certificate*"), shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with applicable law.

(b) *By-laws.* The By-laws of Newco in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation, until duly amended in accordance with applicable law.

(c) *Directors.* The initial directors of Newco named in the Certificate shall be the directors of the Surviving Corporation as of the Effective Time and until their successors are duly elected in accordance with applicable law.

(d) *Officers.* The officers of Newco immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of the Effective Time and until their successors are duly appointed in accordance with applicable law.

3. Effect of the Merger on Securities

(a) *Common Stock of the Company.* As of the Effective Time:

(i) Each share of Class A Common Stock, no par value per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of Class A Common Stock, par value \$.01 per share, of the Surviving Corporation.

(ii) Each share of Class B Common Stock, no par value per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of Class B Common Stock, par value \$.01 per share, of the Surviving Corporation.

(b) *Options and Warrants of the Company.* As of the Effective Time, each right to receive one (1) share of the Company's Class A Common Stock or Class B Common Stock, whether upon the exercise of options or warrants or otherwise, shall be converted into the right to receive one (1) share of the Class A Common Stock or Class B Common Stock, respectively, of the Surviving Corporation, without other alteration in the terms or conditions upon which such shares might be received.

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(c) *Common Stock of Newco.* Immediately prior to the Effective Time, there were no shares of capital stock of Newco outstanding.

4. Miscellaneous

(a) *Certain Definitions.* Capitalized terms used in this Agreement but not otherwise defined have the meanings given thereto in the Purchase Agreement.

(b) *Governing Law.* This Agreement shall be construed and enforced in accordance with the laws of the State of Tennessee without regard to its principles of conflicts of laws.

(c) *Waiver; Modification.* The terms of this Agreement may not be waived or modified except by an agreement in writing executed by the parties hereto.

(d) *Entire Agreement.* This Agreement, together with the Purchase Agreement, the Stockholders Agreement and the other documents referenced in the Purchase Agreement, constitutes the entire agreement and understanding of the parties hereto in respect of the merger of the Company with and into Newco pursuant hereto. There are no other agreements, representations, warranties, or covenants other than those set forth herein, and this Agreement supersedes any other prior or contemporaneous agreement the parties may have had with respect to the merger of the Company with and into Newco pursuant hereto.

(e) *Severability.* Should any one or more of the provisions of this Agreement be determined to be illegal or unenforceable, all other provisions of this Agreement shall be given effect separately from the provision or provisions determined to be illegal or unenforceable and shall not be affected thereby.

(f) *Counterparts.* This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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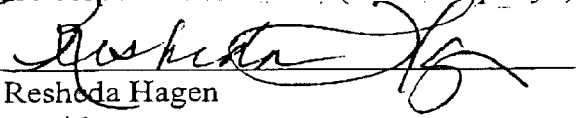


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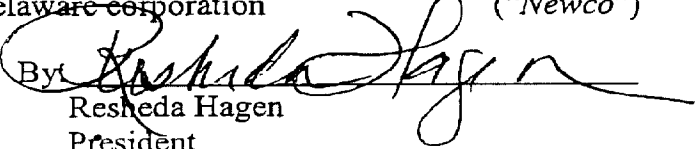
**Signatures to Agreement and Plan of Merger**

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and date first above written.

LANSING LABORATORIES, INC., a  
Tennessee corporation (the "Company")

By:   
Resheda Hagen  
President

LANSING LABORATORIES, INC., a  
Delaware corporation ("Newco")

By:   
Resheda Hagen  
President